

PHILLIPS LYTLE LLP  
3400 HSBC Center  
Buffalo, NY 14203  
Tel: (716) 847-8400  
William J. Brown, Esq.  
Anne M. Peterson, Esq.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Case No. 05-44481 (RDD)
DELPHI CORPORATION, ET AL.,	:	(Jointly Administered)
Debtor.	:	Chapter 11
	:	

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**EMERSON & RENWICK USA, INC.'S  
NOTICE OF DEMAND FOR RECLAMATION**

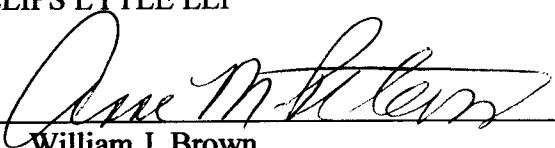
PLEASE TAKE NOTICE that on October 26, 2005, pursuant to 11 U.S.C. 546,  
Emerson & Renwick USA, Inc. served its written demand for reclamation for goods totaling not  
less than \$161,266 upon Delphi Corporation, d/b/a Delphi Automotive Systems Corporation,  
Delphi Automotive Systems, LLC and Delphi Automotive Systems, Harrison Thermal Systems.

A copy of the written demand is attached.

Dated: October 28, 2005

PHILLIPS LYTLE LLP

By

  
William J. Brown  
Anne M. Peterson

Attorneys for Emerson & Renwick USA, Inc.  
3400 HSBC Center  
Buffalo, New York 14203  
(716) 847-8400



**Emerson & Renwick USA, Inc.**  
4906 IDA Park Drive  
Lockport, New York 14094

Telephone: (716) 438-0747  
Fax: (716) 438-0749  
EmersonUSA@aol.com

**CONFIDENTIAL**

October 26, 2005

**Via Overnight Courier**  
Delphi Corporation, d/b/a Delphi Automotive  
Systems Corporation  
Delphi Automotive Systems, LLC  
Delphi Automotive Systems  
5725 Delphi Drive  
Troy, MI 48908-2815

Delphi Automotive Systems  
Harrison Thermal Systems  
Attn: Barbara Flynn, Purchasing  
200 Upper Mountain Road  
Lockport, NY 14094-1896

**RE: Emerson & Renwick USA, Inc. ("Emerson") Demand for Reclamation upon  
Delphi Corporation, Delphi Automotive Systems, LLC, Delphi Automotive  
Systems and affiliated debtors (collectively, "Debtor")**

Emerson sold goods to the Debtor on credit totaling not less than \$161,266.00, which goods were received by the Debtor on or after October 7, 2005 ("Goods"). The Goods were received by the Debtor at a time when the Debtor was insolvent, and were sold to the Debtor in the ordinary course of business.

Pursuant to the Order Under 11 U.S.C. §§ 362, 503 and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures for the Treatment of Reclamation Claims (Docket No. 230) entered on October 14, 2005, 11 U.S.C. § 546(c) and applicable provisions of the Uniform Commercial Code, Emerson hereby tenders its demand for Reclamation of the Goods that are more particularly described on the attached invoices together with bill of lading documents.

This notice constitutes a timely demand for reclamation upon the Debtor. All other rights and remedies of Emerson are reserved. We hereby demand that the Goods delivered to

Delphi Automotive Systems

October 25 2005

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your facilities, including but not limited to the following facilities, be returned to us at once:

Delphi Corporation, d/b/a Delphi Automotive Systems  
Corporation/ALL DIVISIONS & AFFILIATES  
Delphi Automotive Systems, LLC/ALL DIVISIONS & AFFILIATES  
Delphi Automotive Systems/ALL DIVISIONS & AFFILIATES

Delphi Automotive Systems  
MTC - Mexico Technical Center  
48 Walter Jones Boulevard  
El Paso, TX 79906

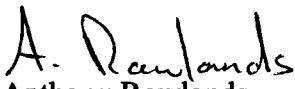
Rio Bravo XX Delphi Thermal Interior  
MTC - Mexico Technical Center  
48 Walter Jones Boulevard - Building "B" Docks 87 and 88  
El Paso, TX 79906

Rio Bravo XX Delphi Thermal& Interior  
Tapioca H 9411 Inf. Amp. Aeropuerto  
Cd. Juarez, Chih Mexico 32690

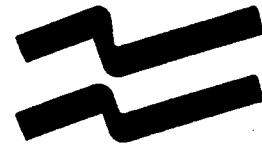
Please contact me immediately at (716) 438-0747 to discuss return of the Goods. We also request written confirmation and inventory records confirming that the Goods are on hand at your facility as of this date.

Sincerely,

Emerson & Renwick USA, Inc.

By   
Anthony Rowlands  
General Manager

cc: John Wm. Butler, Jr., Esq.  
Kayalyn A. Marafioti, Esq.  
Anne M. Peterson, Esq.  
All Delphi Facilities listed herein


**EMERSON  
& RENWICK**

THE ART OF ENGINEERING

DATE

INVOICE #

9/2/2005

977

**BILL TO**

Delphi Harrison Thermal  
Disbursements  
P.O. Box 1550  
Flint, MI 48501-1550

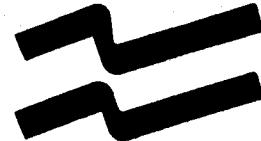
**Emerson & Renwick USA, Inc.**  
4906 IDA Park Drive  
Lockport, New York 14094

Telephone: (716) 438-0747  
Fax: (716) 438-0749  
EmersonUSA@aol.com

P.O. NO.	TERMS	PROJECT
LPS96393	Due Upon Receipt	

QUANTITY	DESCRIPTION	RATE	AMOUNT
1	Item Identification Number PR668142 001 Refurbish Center Machine to include Fin Slicer Cut-Off Adaption per TD05-4601 and E&R Proposal AR/JW/031105/D. Value: \$30,000.00 USD	145,139.40	145,139.40
	Item PR668143 001 Refurbish Uncoiler to include Back Tensioning Units and Fin Slicer Controls and to Include Wheel Load Stations Per TD05-4601 and E&R Proposal AR/JW/031105/D. Value: \$125,000.00 USD		
	Item PR668141 002 Balance of Center Machine Tooling to Fully Fund to Negotiated Amount of \$426,266.00 Value: \$6,266.00 USD		
	Total Value of the Above Items = \$161,266.00		
	90% Payment Term Now Due Upon Acceptance = \$145,139.40 USD		
		INCLUDES ITEM #4 LINE as Whole payment (\$16266.00)	
	Signed as Accepted: <i>Terry J. Hunt</i> 9/6/05		
	For Delphi Harrison Thermal Terry J. Hunt September 2, 2005		
		<b>Total</b>	\$145,139.40

# EMERSON & RENWICK



# THE ART OF ENGINEERING

**BILL TO**  
**Delphi Harrison Thermal**  
**Disbursements**  
**P.O. Box 1550**  
**Flint, MI 48501-1550**

**Emerson & Renwick USA, Inc.**  
4906 IDA Park Drive  
Lockport, New York 14094

Telephone: (716) 438-0747  
Fax: (716) 438-0749  
EmersonUSA@aol.com

Attention: PATRY GOLEMIEWSKI

Date: 10/07/05

**BILL OF LADING - SHORT FORM - NOT NEGOTIABLE**

Page 1 of 1

<b>SHIP FROM</b>		Bill of Lading Number: 1000101																																																											
<p>[Name] Rochester Automated Systems  [Street Address] 25 Regency Oaks Blvd.  [City, ST ZIP Code] Rochester, NY 14624  SID No.:</p>		<b>BAR CODE SPACE</b>																																																											
<b>SHIP TO</b>		<p>Carrier Name: Buchanan Hauling &amp; Rigging  Trailer number: *753A  Serial number(s): BUCH#1043157</p>																																																											
<p>[Name] Delphi Thermal &amp; Interior Rio Bravo XX  [Street Address] MTC- Mexico Technical Center  [City, ST ZIP Code] 48 Walter Jones Blvd Bldg "B" Docks 87 &amp; 88  El Paso, TX 79906  CID No.:</p>		<p>SPAC:  Pro Number:  <b>BAR CODE SPACE</b></p>																																																											
<b>THIRD-PARTY FREIGHT CHARGES BILL TO</b>		<p>Freight Charge Terms (Freight charges are prepaid unless marked otherwise):  <input type="checkbox"/> Prepaid <input type="checkbox"/> Collect <input checked="" type="checkbox"/> 3rd Party <input checked="" type="checkbox"/>  <input type="checkbox"/> Master bill of lading with attached underlying bills of lading.</p>																																																											
<p>[Name] Delphi Thermal &amp; Interior Systems  [Street Address] 200 Upper Mountain Road  [City, ST ZIP Code] Lockport, NY 14094</p>		<p><b>CUSTOMER ORDER INFORMATION</b></p>																																																											
<p>Special Instructions:</p>		<table border="1"> <thead> <tr> <th>Customer Order No.</th> <th># of Packages</th> <th>Weight</th> <th>Pallet/Slip (circle one)</th> <th>Additional Shipper Information</th> </tr> </thead> <tbody> <tr> <td>LPS96393</td> <td>3 Boxes</td> <td>12000 LBS</td> <td>Y N</td> <td>Center Machine</td> </tr> <tr> <td>LPS95608</td> <td>3 Skids</td> <td>1000#</td> <td>Y N</td> <td>Core Unload Mechanism</td> </tr> <tr> <td></td> <td></td> <td></td> <td>Y N</td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td>Y N</td> <td></td> </tr> <tr> <td><b>Grand Total</b></td> <td><b>6</b></td> <td><b>13000#</b></td> <td></td> <td></td> </tr> </tbody> </table>		Customer Order No.	# of Packages	Weight	Pallet/Slip (circle one)	Additional Shipper Information	LPS96393	3 Boxes	12000 LBS	Y N	Center Machine	LPS95608	3 Skids	1000#	Y N	Core Unload Mechanism				Y N					Y N		<b>Grand Total</b>	<b>6</b>	<b>13000#</b>																														
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<p>Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property as follows: "The agreed or declared value of the property is specifically stated by the shipper to be not exceeding _____ per _____.</p>																																																													
<p>COD Amount: \$ _____  Fee terms: Collect <input type="checkbox"/> Prepaid <input type="checkbox"/> Customer check acceptable <input type="checkbox"/></p>																																																													
<p><b>Note: Liability limitation for loss or damage in this shipment may be applicable. See 49 USC § 14706(c)(1)(A) and (B).</b></p>																																																													
<p>Received, subject to individually determined rates or contracts that have been agreed upon in writing between the carrier and shipper, if applicable, otherwise to the rates, classifications, and rules that have been established by the carrier and are available to the shipper, on request, and to all applicable state and federal regulations.</p>			<p>The carrier shall not make delivery of this shipment without payment of charges and all other lawful fees.</p>																																																										
<p>Shipper Signature/Date</p> <p>Frank Denaro 10/7/05</p> <p>This is to certify that the above named materials are properly classified, packaged, marked, and labeled, and are in proper condition for transportation according to the applicable regulations of the DOT.</p>			<p>Shipper Signature <i>Frank Denaro</i></p> <p>Trailer Loaded:</p> <p><input checked="" type="checkbox"/> By shipper  <input type="checkbox"/> By driver</p> <p>Freight Counted:</p> <p><input type="checkbox"/> By shipper  <input type="checkbox"/> By driver/pallets said to contain  <input type="checkbox"/> By driver/pieces</p>																																																										
			<p>Carrier Signature/Print Name <i>Frank Denaro</i></p> <p>Carrier acknowledges receipt of package and required placards. Carrier certifies emergency response information was made available and/or carrier has the DOT emergency response guidebook or equivalent documentation in the vehicle. Property described above is received in good order, except as noted.</p>																																																										